

WACHTELL, LIPTON, ROSEN & KATZ
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*Former 327(e) Counsel for Debtors
and Debtors in Possession*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X	
In re:	:	
	:	Chapter 11
SEARS HOLDINGS CORPORATION, et al.,:	:	
	:	Case No. 18-23538 (RDD)
	:	
Debtors.*	:	(Jointly Administered)
-----	X	

**SECOND MONTHLY FEE STATEMENT OF
WACHTELL, LIPTON, ROSEN & KATZ FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
AS ATTORNEYS FOR DEBTORS FOR THE PERIOD
FROM JANUARY 1, 2019 THROUGH MARCH 18, 2019**

* The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Name of Applicant: Wachtell, Lipton, Rosen & Katz,
Former Attorneys for Debtor and Debtor in Possession

Date of Retention: November 19, 2018 *nunc pro tunc* to October 15, 2018

Period for Which Fees and Expenses are Incurred: January 1, 2019 through and including March 18, 2019[†]

Monthly Fees Incurred: \$409,527.50

Less 20% Holdback: \$ 81,905.50

Monthly Expenses Incurred: \$ 7,471.66

Total Fees and Expenses Due: \$335,093.66

This is a X Monthly Interim Final Fee Application

In accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 796] (the “Interim Compensation Order”),[‡] Wachtell, Lipton, Rosen & Katz (“WLRK”) hereby submits this second monthly fee statement (the “Second Monthly Fee Statement”), seeking compensation for services rendered and reimbursement of expenses incurred as 327(e) counsel to the Debtors, for the period from January 1, 2019 through March 18, 2019 (the “Second Monthly Fee Period”). By this Second Monthly Fee Statement, WLRK seeks payment in the amount of \$335,093.66, which comprises (i) \$327,622.00, which represents eighty percent (80%) of the total amount of compensation sought for actual and necessary services rendered during the Second Monthly Fee Period and (ii) reimbursement of \$7,471.66, which represents one hundred percent (100%) of actual and necessary expenses incurred in connection with such services.

[†] On March 18, 2019, the Court granted WLRK leave to withdraw as counsel to the Debtors pursuant to the *Order Authorizing Wachtell, Lipton, Rosen & Katz to Withdraw as Special Counsel to the Debtors Pursuant to Local Rule 2090-1* [ECF No. 2860].

[‡] Capitalized terms used herein but not otherwise defined herein have the meanings ascribed to them in the Interim Compensation Order.

Services Rendered and Expenses Incurred

1. Attached as Exhibit A is a summary of WLRK's professionals by individual, setting forth the (i) name, title, and department of each individual who provided services in connection with the Chapter 11 Cases during the Second Monthly Fee Period, (ii) aggregate hours spent by each individual, (iii) hourly billing rate for each such individual at WLRK's then current billing rates, (iv) amount of fees earned by each WLRK professional, and (v) the year of bar admission for each attorney. The blended hourly billing rate of WLRK attorneys during the Second Monthly Fee Period is approximately \$1,387.48. The blended hourly rate of paralegals during the Second Monthly Fee Period is approximately \$250.00.

2. Attached as Exhibit B is a summary of the services rendered and compensation sought, by project category, for the Second Monthly Fee Period.

3. Attached as Exhibit C is a summary of expenses incurred and reimbursement sought, by expense type, for the Second Monthly Fee Period.

4. Attached as Exhibit D is itemized time detail of WLRK professionals for the Second Monthly Fee Period and summary materials related thereto.

Notice and Objection Procedures

Notice of this Second Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Rob Riecker (email: Rob.Riecker@searshc.com), Luke Valentino (email: Luke.Valentino@searshc.com), and Mohsin Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett A. Fail (email:

garrett.fail@weil.com), and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York, 10036, Attention: Philip C. Dublin (email: pdublin@akingump.com), Ira Dizengoff (email: idizengoff@akingump.com), and Sara Lynne Brauner (email: sbrauner@akingump.com); and (v) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com) (collectively, the “Notice Parties”).

Objections to this Second Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **April 23, 2019** (the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Second Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Second Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Second Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved,

it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

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Dated: April 8, 2019
New York, New York

/s/ Scott K. Charles
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New York, New York 10019
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Scott K. Charles
Amy R. Wolf

*Former 327(e) Counsel for Debtors and Debtors in
Possession*

EXHIBIT A

**SUMMARY OF SECOND MONTHLY FEE STATEMENT OF
WACHTELL, LIPTON, ROSEN & KATZ FOR SERVICES RENDERED
FOR THE PERIOD JANUARY 1, 2019 THROUGH MARCH 18, 2019**

NAME OF PROFESSIONAL:	DEPARTMENT[§]	YEAR ADMITTED^{**}	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Charles, Scott K. (Partner)	REFI	1985	\$ 1,500.00	185.40	\$ 278,100.00
Silk, David M. (Partner)	CORP	1989	\$ 1,500.00	5.50	\$ 8,250.00
Panovka, Robin (Partner)	RE M&A	1993	\$ 1,500.00	5.00	\$ 7,500.00
Rowe, Paul K. (Of Counsel)	LIT	1980	\$ 1,400.00	1.00	\$ 1,400.00
Wolf, Amy R. (Of Counsel)	REFI	1980	\$ 1,400.00	18.20	\$ 25,480.00
Adlerstein, David M. (Counsel)	CORP	2003	\$ 1,000.00	0.60	\$ 600.00
Snyder, Neil M. (Counsel)	REFI	2012	\$ 1,100.00	76.70	\$ 84,370.00
Gabriele, Hillary R. (Paralegal)	LIT	N/A	\$ 250.00	9.11	\$ 2,277.50
Zylich, Aimee K. (Paralegal)	LIT	N/A	\$ 250.00	6.20	\$ 1,550.00
Total Professionals:				307.71	\$ 409,527.50

PROFESSIONALS		BLEND ED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
TOTALS:				
Partners and Counsel		\$ 1,387.48	292.40	\$ 405,700.00
Paraprofessionals and other non-legal staff		\$ 250.00	15.31	\$ 3,827.50
Blended Attorney Rate		\$ 1,387.48		
Total Fees Incurred			307.71	\$ 409,527.50

[§] REFI – Restructuring & Finance ; CORP – Corporate; RE M&A – Real Estate M&A; LIT – Litigation

^{**} To the bar of the State of New York unless otherwise noted.

EXHIBIT B

**SUMMARY BY PROJECT CATEGORY FOR THE PERIOD JANUARY 1, 2019
THROUGH MARCH 18, 2019**

Project Category	TOTAL HOURS BILLED	TOTAL COMPENSATION
Asset Disposition (002)	243.71	\$ 325,817.50
Case Administration (007)	1.60	\$ 1,880.00
Claims Administration and Objections (008)	3.10	\$ 4,550.00
Corporate Governance (009)	9.30	\$ 13,850.00
Employee Benefits and Pensions (010)	3.20	\$ 4,800.00
Employment and Fee Applications (011)	26.40	\$ 29,920.00
Real Estate (018)	20.40	\$ 28,710.00
Total Fees Incurred	307.71	\$ 409,527.50

EXHIBIT C

**EXPENSE SUMMARY FOR THE PERIOD JANUARY 1, 2019 THROUGH MARCH 18,
2019**

EXPENSES	AMOUNTS
Duplicating	\$ 283.35
Duplicating – Color	\$ 1,491.00
Duplicating/Velobinding/Tab	\$ 82.00
Travel – Local Attorneys	\$ 1,543.91
Travel – Package Delivery	\$ 114.63
Travel – Local Staff	\$ 227.91
Proofreading	\$ 33.75
Word Processing	\$ 210.00
Meals – Attorneys	\$ 2,154.76
Meals – Paralegals	\$ 24.46
O/S Proofreading	\$ 32.94
O/S Other Service Co. Fees	\$ 1,192.40
O/S Obtain Court Documents	\$ 5.55
Messengers Overtime	\$ 75.00
Total Expenses Requested:	\$ 7,471.66

EXHIBIT D

**ITEMIZED TIME DETAIL FOR THE PERIOD JANUARY 1, 2019 THROUGH MARCH
18, 2019**

See attached.

Work Date	Last Name	First Name	Title	Project Category	Work Hours	Work Amount	Description
01/01/2019	Charles	Scott K.	Partner	002	2.10	3,150.00	Review certain provisions of GB/Hilco markup; review M-III analysis of liquidation bids; telephone calls and email correspondence regarding liquidation bids
01/01/2019	Snyder	Neil M.	Counsel	002	2.10	2,310.00	Communication regarding liquidator bids and agency agreement
01/02/2019	Charles	Scott K.	Partner	002	2.70	4,050.00	Attention to hearing; review of WGM comparison of bids; telephone calls with various parties regarding liquidation bids and store closing process.
01/02/2019	Snyder	Neil M.	Counsel	002	2.70	2,970.00	Attention to hearing; side letters; agency agreement; communication regarding same
01/03/2019	Charles	Scott K.	Partner	002	5.70	8,550.00	Review M-III analysis of ESL bid and winddown alternative; review comparison of liquidator bids and agreements; preparation for auction; telephone calls with various parties regarding bids and related matters
01/03/2019	Snyder	Neil M.	Counsel	002	0.50	550.00	Communication re transaction status
01/04/2019	Charles	Scott K.	Partner	002	13.20	19,800.00	Attend and participate auction; telephone calls with various parties regarding bids and related matters
01/04/2019	Snyder	Neil M.	Counsel	002	8.50	9,350.00	Liquidation auction
01/05/2019	Charles	Scott K.	Partner	002	4.90	7,350.00	Review revised bid from Hilco/Gordon; complete review of M-III recovery analysis; telephone calls and email correspondence with various parties regarding bids and related matters
01/05/2019	Snyder	Neil M.	Counsel	002	0.50	550.00	Communication re liquidation
01/06/2019	Charles	Scott K.	Partner	002	1.90	2,850.00	Telephone calls regarding auction, bids and related matters
01/07/2019	Charles	Scott K.	Partner	002	4.40	6,600.00	Review materials regarding creditor recoveries from M-III; telephone calls with various parties regarding auction, bids, store closing and related matters
01/07/2019	Snyder	Neil M.	Counsel	002	0.80	880.00	Side letters; review of filings
01/08/2019	Charles	Scott K.	Partner	002	4.00	6,000.00	Review and comment on creditor recovery analysis; review letter from ESL; telephone calls with various parties regarding the foregoing, bids and related matters
01/08/2019	Wolf	Amy R.	Of Counsel	002	1.20	1,680.00	Telephone calls with various parties regarding bids
01/09/2019	Charles	Scott K.	Partner	002	4.00	6,000.00	Review revised M-III recovery analysis; review revised ESL bid; telephone calls with various parties regarding auction, bids and related matters
01/09/2019	Snyder	Neil M.	Counsel	002	2.60	2,860.00	Review of liquidator materials; review of filings; communication regarding the foregoing and transaction status
01/10/2019	Charles	Scott K.	Partner	002	4.80	7,200.00	Review revised ESL bid; M-III supporting analysis; review email correspondence regarding 1/14 auction; telephone calls regarding the foregoing, bids and related matters

Work Date	Last Name	First Name	Title	Project Category	Work Hours	Work Amount	Description
01/10/2019	Snyder	Neil M.	Counsel	002	0.70	770.00	Side letters; review of filings; communication regarding the foregoing
01/11/2019	Charles	Scott K.	Partner	002	3.90	5,850.00	Review terms of ESL bid; review bid of Tiger Capital; review various bids/materials for 1/14 auction; telephone calls with various parties regarding auction, bids and related matters
01/11/2019	Snyder	Neil M.	Counsel	002	0.60	660.00	KCD Notes; communication regarding same
01/12/2019	Charles	Scott K.	Partner	002	3.20	4,800.00	Review materials prepared by M-III regarding auction; prepare for 1/14 auction; review correspondence/documents with various liquidators
01/13/2019	Charles	Scott K.	Partner	002	3.90	5,850.00	Review materials regarding 1/14 auction; review email correspondence; telephone calls regarding auction, bids and related matters
01/14/2019	Charles	Scott K.	Partner	002	10.80	16,200.00	Attend all day auction at WGM
01/14/2019	Snyder	Neil M.	Counsel	002	5.00	5,500.00	Auction
01/15/2019	Charles	Scott K.	Partner	002	6.80	10,200.00	Participate on 2nd day of auction; telephone calls with various parties regarding auction, bids and related matters
01/15/2019	Snyder	Neil M.	Counsel	002	1.50	1,650.00	Side letters; objections; communication re transaction status
01/16/2019	Charles	Scott K.	Partner	002	3.10	4,650.00	Telephone calls with various parties regarding auction, bids, proposed sale and related matters
01/16/2019	Wolf	Amy R.	Of Counsel	002	0.20	280.00	Telephone call
01/17/2019	Charles	Scott K.	Partner	002	3.70	5,550.00	Review pleadings/papers regarding 1/18 status conference/hearing; Review materials regarding ESL transaction; review committee pleadings regarding ESL transaction; telephone calls regarding the foregoing, liquidation sales and related matters
01/17/2019	Snyder	Neil M.	Counsel	002	1.10	1,210.00	Landlord side letters; communication re transaction status
01/17/2019	Snyder	Neil M.	Counsel	002	0.30	330.00	Communication re transaction status
01/18/2019	Charles	Scott K.	Partner	002	2.50	3,750.00	Review pleadings; attention to hearing; telephone calls with various parties regarding sale process, liquidation sales and related matters
01/18/2019	Snyder	Neil M.	Counsel	002	0.60	660.00	Communication regarding transaction status
01/18/2019	Wolf	Amy R.	Of Counsel	002	0.20	280.00	Telephone call
01/19/2019	Snyder	Neil M.	Counsel	002	0.50	550.00	Communication regarding transaction status
01/21/2019	Charles	Scott K.	Partner	002	3.90	5,850.00	Review documents relating to ESL bid; review M-III materials regarding ESL bid/real estate; review certain provisions of master lease; communication regarding the foregoing, sale and related matters
01/21/2019	Snyder	Neil M.	Counsel	002	0.30	330.00	Communication re transaction status

Work Date	Last Name	First Name	Title	Project Category	Work Hours	Work Amount	Description
01/22/2019	Charles	Scott K.	Partner	002	5.50	8,250.00	Review of Committee's complaint; review miscellaneous pleadings/documents; review M-III materials regarding ESL transaction; telephone calls regarding the foregoing, sale and related matters
01/22/2019	Snyder	Neil M.	Counsel	002	0.20	220.00	Communication re transaction status
01/22/2019	Wolf	Amy R.	Of Counsel	002	3.30	4,620.00	Review committee standing motion and PBGC objection; telephone calls and conferences regarding same
01/23/2019	Charles	Scott K.	Partner	002	3.80	5,700.00	Continue review of Creditors Committee's objection to ESL transaction and review various documents in connection therewith; review miscellaneous pleadings/papers; telephone calls regarding the foregoing, sale and related matters
01/23/2019	Wolf	Amy R.	Of Counsel	002	3.00	4,200.00	Review standing motion; telephone calls regarding committee objection to sale and standing motion
01/24/2019	Charles	Scott K.	Partner	002	4.10	6,150.00	Review various provisions of PBGC/Plan Protection Agreement; review various pleadings/papers; telephone calls regarding the foregoing, sale and related matters
01/24/2019	Snyder	Neil M.	Counsel	002	0.50	550.00	Side letters; communication re transaction status
01/24/2019	Wolf	Amy R.	Of Counsel	002	0.20	280.00	Telephone call regarding ESL transaction
01/25/2019	Charles	Scott K.	Partner	002	4.30	6,450.00	Review various objections to ESL sale/cure objections and ancillary pleadings/papers; review various information regarding PBGC objections and Plan Protection Agreement; review of committee pleadings; telephone calls regarding the foregoing, sale and related matters
01/25/2019	Snyder	Neil M.	Counsel	002	2.10	2,310.00	Review of PBGC agreements; communication re APA and PBGC agreements; landlord side letters
01/25/2019	Wolf	Amy R.	Of Counsel	002	0.40	560.00	Telephone call regarding PBGC objection
01/26/2019	Snyder	Neil M.	Counsel	002	2.20	2,420.00	Review of various UCC and PBGC filings; communication re same
01/26/2019	Wolf	Amy R.	Of Counsel	002	1.30	1,820.00	Review Committee objection to sale motion; telephone call regarding committee objection to sale motion
01/27/2019	Charles	Scott K.	Partner	002	3.70	5,550.00	Review various objections to ESL bid; review various documents/affidavits supporting Committee objection; telephone calls regarding same
01/27/2019	Snyder	Neil M.	Counsel	002	0.60	660.00	Compilation of objections; communication re same
01/27/2019	Wolf	Amy R.	Of Counsel	002	0.40	560.00	Telephone call regarding committee objection to sale motion.
01/27/2019	Zylich	Aimee K.	Paralegal	002	6.20	1,550.00	Assist with organizing and assembling requested objections for attorney review.

Work Date	Last Name	First Name	Title	Project Category	Work Hours	Work Amount	Description
01/28/2019	Charles	Scott K.	Partner	002	4.70	7,050.00	Continue review of objections to ESL transaction and related pleadings; review PBGC objection/PPPFA; telephone calls regarding the foregoing, sale, liquidation sales and related matters
01/28/2019	Gabriele	Hillary R.	Paralegal	002	8.03	2,007.50	Objections binder set and TOC
01/28/2019	Snyder	Neil M.	Counsel	002	0.80	880.00	Side letters; communication re transaction status
01/28/2019	Wolf	Amy R.	Of Counsel	002	0.70	980.00	Telephone calls and conference regarding committee objections
01/29/2019	Charles	Scott K.	Partner	002	4.80	7,200.00	Review pleadings/papers regarding ESL transaction; review emails regarding PBGC objection; review various documents regarding PBGC objection; telephone calls regarding the foregoing, sale and related matters
01/29/2019	Snyder	Neil M.	Counsel	002	2.50	2,750.00	Review of PBGC agreements; communication re same
01/29/2019	Wolf	Amy R.	Of Counsel	002	0.50	700.00	Review points re PBGC objection and revise same
01/29/2019	Wolf	Amy R.	Of Counsel	002	0.60	840.00	Telephone call regarding UCC objection to sale
01/30/2019	Charles	Scott K.	Partner	002	4.80	7,200.00	Review pleadings/papers regarding ESL Sale; review M-III materials regarding ESL transaction; review emails regarding PBGC objection; telephone calls with various parties regarding the foregoing, sale and related matters
01/30/2019	Gabriele	Hillary R.	Paralegal	002	1.08	270.00	Organizing newly filed objections and printing hard copies
01/30/2019	Snyder	Neil M.	Counsel	002	1.80	1,980.00	Review of PBGC objection and related matters; communication regarding same and case status
01/30/2019	Wolf	Amy R.	Of Counsel	002	0.30	420.00	Finalize memo to Weil re PBGC objections.
01/31/2019	Charles	Scott K.	Partner	002	2.80	4,200.00	Review pleadings/papers regarding ESL sale transaction; review various objections to proposed sale; telephone calls regarding sale and related matters
01/31/2019	Snyder	Neil M.	Counsel	002	0.50	550.00	Communication re transaction status
01/31/2019	Wolf	Amy R.	Of Counsel	002	0.20	280.00	Telephone call
02/01/2019	Charles	Scott K.	Partner	002	6.10	9,150.00	Review various objections to ESL transaction; review ESL papers/pleadings in support of ESL transaction; review Debtors pleadings/papers in support including various affidavits; telephone calls regarding sale
02/01/2019	Snyder	Neil M.	Counsel	002	0.80	880.00	Side letters; communication re transaction status
02/03/2019	Snyder	Neil M.	Counsel	002	0.20	220.00	Review of filings
02/04/2019	Adlerstein	David M.	Counsel	002	0.60	600.00	Bankruptcy matters

Work Date	Last Name	First Name	Title	Project Category	Work Hours	Work Amount	Description
02/04/2019	Charles	Scott K.	Partner	002	5.80	8,700.00	Review various pleadings/papers regarding ESL bid; listen to Court hearing; telephone calls regarding related matters
02/04/2019	Snyder	Neil M.	Counsel	002	3.20	3,520.00	Attention to hearing; communication re transaction status
02/04/2019	Wolf	Amy R.	Of Counsel	002	3.00	4,200.00	Listen to Sale hearing.
02/05/2019	Charles	Scott K.	Partner	002	3.60	5,400.00	Review various filings/pleadings regarding potential ESL transaction; review certain documents regarding PBGC objection; telephone calls and conferences with various parties regarding potential sale, liquidation sales, objections and related matters
02/05/2019	Snyder	Neil M.	Counsel	002	1.00	1,100.00	Lanlord objection; communication re transaction status
02/06/2019	Charles	Scott K.	Partner	002	8.10	12,150.00	Listen to all day hearing; eview certain pleadings regarding hearing; telephone calls regarding same
02/06/2019	Snyder	Neil M.	Counsel	002	0.80	880.00	Review of filings; communication re same
02/07/2019	Charles	Scott K.	Partner	002	7.80	11,700.00	Listen to final day of sale hearing/closing arguments; telephone calls with various parties regarding related matters
02/07/2019	Wolf	Amy R.	Of Counsel	002	0.20	280.00	Telephone call
02/08/2019	Charles	Scott K.	Partner	002	2.00	3,000.00	Review various pleadings/papers; telephone calls with various parties regarding related matters
02/08/2019	Wolf	Amy R.	Of Counsel	002	0.20	280.00	Telephone call
02/12/2019	Charles	Scott K.	Partner	002	0.40	600.00	Telephone calls regarding various matters
02/12/2019	Snyder	Neil M.	Counsel	002	0.70	770.00	Objections; communication re transaction status
02/13/2019	Charles	Scott K.	Partner	002	0.80	1,200.00	Review email correspondence; telephone calls regarding various matters
02/13/2019	Wolf	Amy R.	Of Counsel	002	0.20	280.00	Telephone call
02/14/2019	Charles	Scott K.	Partner	002	2.20	3,300.00	Attention to 2/14 hearing; telephone calls regarding various matters
02/14/2019	Wolf	Amy R.	Of Counsel	002	0.20	280.00	Telephone call
03/04/2019	Snyder	Neil M.	Counsel	002	0.50	550.00	Communication re transaction status
01/10/2019	Snyder	Neil M.	Counsel	007	0.80	880.00	Trustee resignation; communication regarding same
01/11/2019	Charles	Scott K.	Partner	007	0.30	450.00	Review emails regarding trustee resignation; telephone calls regarding same
01/11/2019	Snyder	Neil M.	Counsel	007	0.50	550.00	Trustee resignation; communication regarding same
01/07/2019	Wolf	Amy R.	Of Counsel	008	0.20	280.00	Doc requested by Peter Osborne
01/10/2019	Charles	Scott K.	Partner	008	0.60	900.00	Review email correspondence regarding Sears Canada; telephone calls regarding same
01/10/2019	Wolf	Amy R.	Of Counsel	008	0.20	280.00	Telephone call regarding Sears Canada
01/11/2019	Charles	Scott K.	Partner	008	0.90	1,350.00	Review Sears Canada monitor report and email correspondence; telephone calls regarding same
01/11/2019	Wolf	Amy R.	Of Counsel	008	0.20	280.00	Telephone call regarding Sears Canada
01/14/2019	Wolf	Amy R.	Of Counsel	008	0.20	280.00	Attn to Sears Canada claims against SHC
01/23/2019	Charles	Scott K.	Partner	008	0.30	450.00	Review emails regarding Sears Canada

Work Date	Last Name	First Name	Title	Project Category	Work Hours	Work Amount	Description
02/01/2019	Charles	Scott K.	Partner	008	0.30	450.00	Review various emails regarding Sears Canada; telephone calls regarding same
02/01/2019	Wolf	Amy R.	Of Counsel	008	0.20	280.00	Telephone call
01/04/2019	Silk	David M.	Partner	009	0.50	750.00	Corporate governance matters
01/08/2019	Charles	Scott K.	Partner	009	2.50	3,750.00	Review materials regarding corporate governance; telephone calls with various parties regarding corporate governance matters
01/08/2019	Rowe	Paul K.	Of Counsel	009	0.50	700.00	Telephone call regarding corporate governance matters
01/08/2019	Silk	David M.	Partner	009	3.00	4,500.00	Corporate governance matters
01/09/2019	Charles	Scott K.	Partner	009	0.30	450.00	Telephone call regarding corporate governance matters
01/10/2019	Rowe	Paul K.	Of Counsel	009	0.50	700.00	Telephone call regarding corporate governance matters
01/25/2019	Silk	David M.	Partner	009	2.00	3,000.00	Corporate governance matters
01/10/2019	Charles	Scott K.	Partner	010	0.50	750.00	Review information regarding PBGC claim
01/16/2019	Charles	Scott K.	Partner	010	0.70	1,050.00	Review materials regarding PBGC
01/18/2019	Charles	Scott K.	Partner	010	2.00	3,000.00	Review PPPFA regarding PBGC issues; telephone calls with various parties regarding PBGC matters
01/07/2019	Snyder	Neil M.	Counsel	011	2.70	2,970.00	Monthly fee statement
01/08/2019	Charles	Scott K.	Partner	011	0.30	450.00	Telephone call regarding monthly fee statement
01/08/2019	Snyder	Neil M.	Counsel	011	2.50	2,750.00	Monthly fee statement
01/10/2019	Snyder	Neil M.	Counsel	011	3.00	3,300.00	Monthly fee statement
01/11/2019	Snyder	Neil M.	Counsel	011	1.20	1,320.00	Monthly fee statement
01/14/2019	Snyder	Neil M.	Counsel	011	1.50	1,650.00	Monthly fee statement
01/16/2019	Charles	Scott K.	Partner	011	0.70	1,050.00	Review fee application
01/16/2019	Snyder	Neil M.	Counsel	011	6.00	6,600.00	Monthly fee statement
02/05/2019	Snyder	Neil M.	Counsel	011	2.50	2,750.00	Affidavit of service
02/07/2019	Snyder	Neil M.	Counsel	011	0.60	660.00	Invoicing
02/11/2019	Snyder	Neil M.	Counsel	011	0.80	880.00	Invoicing; withdrawal
02/12/2019	Snyder	Neil M.	Counsel	011	1.00	1,100.00	Invoicing
02/13/2019	Snyder	Neil M.	Counsel	011	2.30	2,530.00	Withdrawal; review of correspondence
02/19/2019	Charles	Scott K.	Partner	011	0.20	300.00	Telephone call
02/19/2019	Wolf	Amy R.	Of Counsel	011	0.20	280.00	Telephone call
03/01/2019	Charles	Scott K.	Partner	011	0.70	1,050.00	Review withdrawal pleadings/papers; telephone call re same
03/01/2019	Wolf	Amy R.	Of Counsel	011	0.20	280.00	Telephone call
01/10/2019	Charles	Scott K.	Partner	018	0.30	450.00	Telephone calls regarding real estate matters
01/11/2019	Charles	Scott K.	Partner	018	0.80	1,200.00	Telephone calls regarding various leases and sales process
01/16/2019	Panovka	Robin	Partner	018	1.00	1,500.00	Penn Plaza and other various real estate matters
01/17/2019	Charles	Scott K.	Partner	018	0.90	1,350.00	Review certain materials regarding real estate matters.; telephone calls regarding same
01/18/2019	Charles	Scott K.	Partner	018	1.80	2,700.00	Review agreements regarding real estate matters; telephone calls regarding same

Work Date	Last Name	First Name	Title	Project Category	Work Hours	Work Amount	Description
01/23/2019	Charles	Scott K.	Partner	018	1.30	1,950.00	Review various real estate information; telephone calls regarding real estate matters
01/24/2019	Charles	Scott K.	Partner	018	3.30	4,950.00	Review documentation relating to various leases; telephone calls regarding real estate matters
02/01/2019	Charles	Scott K.	Partner	018	0.40	600.00	Telephone calls regarding various leases/fees
02/04/2019	Charles	Scott K.	Partner	018	0.30	450.00	Telephone calls regarding Penn Plaza and other real estate matters
02/04/2019	Wolf	Amy R.	Of Counsel	018	0.30	420.00	Telephone call regarding Penn Plaza
02/05/2019	Charles	Scott K.	Partner	018	0.60	900.00	Telephone calls regarding Penn Plaza and other real estate matters
02/05/2019	Wolf	Amy R.	Of Counsel	018	0.20	280.00	Telephone call
02/07/2019	Panovka	Robin	Partner	018	1.00	1,500.00	Penn Plaza and other various real estate matters
02/07/2019	Snyder	Neil M.	Counsel	018	1.50	1,650.00	Site damage; landlord objections; communication re same
02/08/2019	Charles	Scott K.	Partner	018	0.60	900.00	Telephone calls regarding Penn Plaza and other real estate matters
02/09/2019	Snyder	Neil M.	Counsel	018	0.50	550.00	Site damage
02/11/2019	Snyder	Neil M.	Counsel	018	1.00	1,100.00	Site damage; review of filings; communication re transaction status
02/13/2019	Panovka	Robin	Partner	018	1.00	1,500.00	Penn Plaza and other various real estate matters
02/14/2019	Snyder	Neil M.	Counsel	018	1.60	1,760.00	Site damage; review of correspondence; communication re transaction status
02/26/2019	Panovka	Robin	Partner	018	2.00	3,000.00	Penn Plaza and other various real estate matters
					307.71	409,527.50	